FORM D 2007 FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0076

OMB Number:

Expires.....

Estimated average

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	Sauc Rt	CEIVED	
	11		L
	Section 4(6)	ULOE	
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	E AP	'R 2 6 2	007
lumber ((including Area Code)	MONSON	3

Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) APR Venture, LLC

Name of offering (check if this is an amendment and name has changed, and indicate change.)

Rule 504

New Filing

Address of Executive Offices (Number and Street, City, State, Zip Code) 100 Prospect Street, Stamford, CT 06901

Telephone N (203) 326-7600

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (including Area Code)

FINANCIAL

(if different from Executive Offices)

Brief Description of Business:

APR Venture, LLC

Type of Filing:

Filing Under (Check box(es) that apply):

Investment fund formed to invest in Medical Asset Fund III, L.P. a Delaware limited partnership.

×

Amendment

Type of Business Organization corporation

business trust

limited partnership, already formed limited partnership, to be formed

other (please specify): limited liability company

Month [09]

Year

Actual or Estimated Date of Incorporation or Organization:

[2005]

Actual

Estimated

Jurisdiction of Incorporation or Organization:

(Enter two-letter U.S. Postal Service abbreviation for State: [DE]

CN for Canada; FN for foreign jurisdiction)

□ Rule 505

K

A. BASIC IDENTIFICATION DATA

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

115494.2

1					A. BASIC IDEN	TIFIC	CATION DATA				
2. Ente	er the informati	on red	quested for th	ne fol	lowing:					•	
•	•				uer has been organize		,		(400/		
•	of the issuer;	al ow	ner having th	e pov	ver to vote or dispose,	or di	rect the vote or dispos	ition o	t, 10% orm	nore of	a class of equity securities
•					corporate issuers and	of co	orporate general and n	nanag	ing partner	s of par	tnership issuers; and
Oh I- D (of partnership issuers.		5		Discotos		C1
Check Box(es) tnat Apply: 	x	Promoter		Beneficial Owner*		Executive Officer		Director	(2)	General and/or Managing Partner
Full name (La	st name first, if	indiv	idual) Centri	petal	Management, LLC						
	esidence Addr Street, Stamf			Stree	t, City, State, Zip Code)					:
Check Box(es) that Apply:	Ø	Promoter		Beneficial Owner*	×	Executive Officer*		Director	□.	General and/or Managing Partner
*Mr. Chrust is	s a senior prin	cipal	of the mana	iger (of the issuer.						Wanaging Farmer
Full name (La	st name first, if	indiv	idual)	C	hrust, Steven G.					``	
	esidence Addr Street, Stam!			Stree	t, City, State, Zip Code)				•	
Check Box(es) that Apply:	k	Promoter	0	Beneficial Owner	×	Executive Officer*	0	Director	0	General and/or Managing Partner
	is a principal			of the	issuer.						
Full name (La	st name first, if	indiv	idual)	E	Frodlieb, Jeffrey I.						<u></u>
				Stree	t, City, State, Zip Code)					
· · · · · · · · · · · · · · · · · · ·	Street, Stami	iord, (Promoter		Beneficial Owner	 X	Executive Officer*		Director		General and/or.
Check Box(es					r of the issuer.		Executive Officer	ш	Director	ы	Managing Partner
	st name first, if				Griswold, E. Bulkeley						· · · · · · · · · · · · · · · · · · ·
					· · · · · · · · · · · · · · · · · · ·	`					
	Street, Stami			Stree	t, City, State, Zip Code	·)					·
Check Box(es) that Apply:	×	Promoter		Beneficial Owner	X	Executive Officer*		Director	0	General and/or Managing Partner
*Mr. Rossette	er is a principa	al of t	he manager	of th	e issuer						
Full name (La	st name first, if	indiv	idual)	F	lossetter, Stephen T.						
	tesidence Addr Street, Stami			Stree	t, City, State, Zip Code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full name (La	st name first, if	indiv	idual)						•	•	
Business or F	lesidence Addr	ess (!	Number and	Stree	t, City, State, Zip Code)			-	:	
Check Box(es) that Apply:		Promoter		Beneficial Owner	0	Executive Officer		Director	0	General and/or Managing Partner
Full name (La	st name first, if	indiv	idual)					····			
Business or F	esidence Addr	ess (1	Number and	Stree	t, City, State, Zip Code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full name (La	st name first, if	indiv	idual)								
Business or F	lesidence Addr	ess (l	Number and	Stree	t, City, State, Zip Code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director	0	General and/or Managing Partner
Full name (La	st name first, if	indiv	idual)								

														·				
						B. INFO	RMATIO	N ABOU	T OFFER	RING	`							
		····											Yes	No				
1.	Has the	issuer solo	d. or does	the issue	r intend to	sell, to no	n-accredit	ed investo	rs in this o	ffering?				×				
					Answ	er also in	Appendix,	Column 2	, if filing ur	nder ULOE								
2.	What is t	the minimu	ım invest	ment that	will be acc	epted fron	n any indiv	ridual (but	lesser am	ounts may	be accept	ted)	\$	100,000				
3.	Does the	e offering p	ermit joir	nt ownersh	ip of a sin	gle unit?				************		***********	Yes ☑	No □				
4.	commiss If a pers state or of such a	sion or sim on to be li states, list a broker or	ilar remu sted is a the name dealer,	neration for n associate of the bro you may se	or solicitati ed person oker or de	ion of purd or agent aler. If me	chasers in of a broke ore than fiv	connection or deale (5) pers	n with sale r registere ons to be	en, directles of secur d with the listed are	ities in the SEC and	offering. /or with a	·					
	_ _	ast name f			and Channel	City Ctat	. 7:a Cad	-\										
				(Number a	ind Street,	City, Stat	e, ZIP Coo	e)										
		ociated Bro					. D				 							
Sta				as Solicite cindividual							.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			D All States				
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	(ID)					
	(IL) (MT)	[IN] [NE]	[A] [NV]	[KS] [NH]	[NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] {OK}	[MS] [OR]	[MO] [PA]					
	[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]					
Full	Name (La	ast name f	irst, if ind	ividual)														
Bus	iness or F	Residence	Address	(Number a	ind Street,	City, Stat	e, Zip Cod	e)										
Nar	ne of Asso	ociated Bro	oker or D	ealer														
Stat				as Solicite				ers						All States				
	(Check	[AK]	[AZ]	(AR)	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	LI All States				
	(IL)	[IN]	[IA]	(KS)	[KY]	(LA)	[ME]	(MD)	[MA]	[MI]	[MN]	[MS]	[MO]					
	(MT) [RI]	[NE] [SC]	[NV] [SD]	(NH) (TN)	[NJ] [TX]	(MM) [TU]	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH)	[OK] [WI]	[OR] [WY]	(PA) (PR)					
Full	Name (La	ast name f	irst, if ind	ividual)														
Bus	iness or F	Residence	Address	(Number a	ind Street,	City, Stat	e, Zip Cod	e)	·									
Nar	ne of Asso	ociated Bro	oker or D	ealer			· · · · · · · · · · · · · · · · · · ·											
Stat	tes in Whi	ch Person	Listed H	as Solicite	d or Intend	ls to Solici	l Purchasi	ers										
	(Check "	'All States'	or check	c individual	States)									🗀 All States				
	[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	(CT) (ME)	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]					
	[MT]	(NE)	[NN]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]					
	[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[AW]	[WV]	[WI]	[WY]	[PR]					
									······································	is sheet, if								
			C. OFF	ERING F	PRICE, N	UMBER	OF INVE	STORS,	EXPENS	ES AND	USE OF	PROCEE	DS	·				
1.	"0" if ans	wer is "no	ne" or "ze		transactio	n is an ex	change of	fering, che	ck this bo	unt already x □ and ind d.								
	Type of Security Aggregate Offering Price								Amo	ount Aiready Sold								
	Debt							*		\$			\$					
Equity 🖸 Common 🗅 Preferred						<u>\$</u>			\$									
	Converti	ble Securi	ties (inclu	iding warra	ants)	• • • • • • • • • • • • • • • • • • • •		***************************************		\$			\$					
	Partners	hip Interes	sts					***************************************		\$		<u></u>	\$					
	Other [W	lembershi	ip Intere	sts]						\$	4,07	<u>5,000</u>	\$	2,735,000				
	Tot	al					·····			<u>\$</u>	4,07	5,000	\$	2,735,000				

Business or Residence Address (Number and Street, City, State, Zip Code)

securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is "none" or "zero." Aggregate Number **Dollar Amount** Investors of Purchases Accredited Investors 31 Non-accredited Investors..... -0-Total (for filing Under Rule 504 only) Answer also in Appendix, Column 4 if filing under ULOE If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of Dollar Amount Security of Purchases Rule 505..... Regulation A..... Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of expenditure is not known, furnish an estimate and check the box to the left of the estimate. 1,000 Legal Fees 30,000 Accounting Fees. 2,000 Blue sky fees Sales Commissions (Specify finders' fees separately)...... Other Expenses (identify): [Mailing Costs] 1,000 Total¥ 34,000 b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 4,041,000 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is Payments to not known, furnish an estimate and check the box to the left of the estimate. The total Officers. of the payments listed must equal the adjusted gross proceeds to the issuer set forth in Directors & Payments to response to Part C - Question 4.b above. Affiliates Others Salaries and fees..... \Box Purchase of real estate...... Acquisitions of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Repayment of indebtedness...... \$ Working capital...... X \$____ 75,000 Other (specify) Investment in other businesses × \$_. 2,660,000

2.

Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased

<u> </u>	· · ·
	E. STATE SIGNATURE
1,	Is any party described in 17 CFR 230.262 presently subject to any of the disqualifications provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned y authorized person.
Iss	uer (Print or Type) Signature Qate
ΑP	R Venture, LLC

Title of Signer (Print or Type)

Senior Principal of Centripetal Management, LLC, Manager

Instruction:

Name of Signer (Print or Type)

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Column	Totals		x	\$	2,735,000			
Total Pr	ayments Listed (column totals added)		<u> </u>	\$	2,735,000			
	D). FEDERAL SIGNATURE						
signature co	nas duly caused this notice to be signed by the institutes an undertaking by the issuer to furnish urnished by the issuer to any non-accredited investigation.	to the U.S. Securities and exchange Comm						
Issuer (Print	or Type)	Signeture	Date ,	`				
APR Ventur	e, LLC	Market	April/e	<u>ፈ</u> 2007				
Name of Sig	ner (Print or Type)	Title of Signer (Print or Type)						
		Senior Principal of Centripetal Management, LLC, Manager						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

				Al	PPENDIX				
1	to Acci Investo	2 d to sell Non- redited rs in State i – Item 1)	3 Type of Security and Aggregate Offering Price Offered in State (Part C - Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)				
State	Yes	No	·	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL	ļ							\ <u></u>	<u> </u>
AK	_								
ΑZ		x	Membership Interests \$4,075,000	1	\$50,000	0	0		x
AR		İ							1
CA									
со						-			
СТ		х	Membership Interests \$4,075,000	16	\$1,460,000	0	0		X
DE	_								
DC									
FL		х	Membership Interests \$4,075,000	1	\$100,000	0	0		X
GA							<u> </u>		
HI	† · · · · · · · · ·							 · · · ·	
ID	_								
IL	 								
IN									
IA				<u> </u>			-		
KS									
KY	_								1
LA							-		
ME						 			
MD						-			
MA		×	Membership Interests \$4,075,000	3	\$75,000	0	0		×
MI									
MN		x	Membership Interests \$4,075,000	1	\$50,000	0	0		x

1	2 Intend to sell to Non- Accredited Investors in State (Part B – Item 1)		3 Type of Security and Aggregate Offering Price Offered in State		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MS							T		
МО									
MT									
NE									
NV									
NH							_		
NJ		X	Membership Interests \$4,075,000	1	\$100,000	0	0		X
NM		 			 				
NY		×	Membership Interests \$4,075,000	5	\$750,000	0	0		х
NC						 	 		
NC		x	Membership Interests \$4,075,000	1	\$50,000	0	0		x
ОН	 								
ОК								-	
OR								<u> </u>	<u> </u>
PA		Х	Membership Interests \$4.075,000	1	\$50,000	0	0		x
RI									
SC									
SD	<u></u>								
TN	<u> </u>								
TX		ļ							
UT			ļ			ļ	ļ		<u> </u>
VT		 					<u> </u>		
VA		X	Membership Interests \$4,075,000	1	\$50,000	0	0		×
WA	<u> </u>	 							
w						<u> </u>	 		
Wi							 		-
WY									
PR									1
Foreign 115494	2								